



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

October 24, 2012

Via U.S. Mail
Jeanette Lucas
President
Online Internet Network, Inc.
8589 Aero Drive, Suite 200
San Diego, CA 92123

**Re: Online Internet Network, Inc.
Current Report on Form 8-K
Filed October 9, 2012
File No. 000-54607**

Dear Ms. Lucas:

We note that you do not appear to be treating your entry into the Master License and Services Agreement with Infogroup reported in the above-referenced current report on Form 8-K as an acquisition of assets. In this regard, we note that you have not provided the information required by Items 2.01 and 9.01 of Form 8-K.

Please provide us with your analysis for why you did not treat the Master License and Services Agreement with Infogroup as an asset acquisition. Alternatively, please amend the above-referenced current report to include the disclosure required by Items 2.01 and 9.01(a) and (b) of Form 8-K.

Please contact Angie Kim at (202) 551-3535 or me at (202) 551-3720 with any questions.

Sincerely,

/s/ Dietrich A. King for

Mara L. Ransom
Assistant Director

cc: Stoecklein Law Group, LLP
401 West A Street, Suite 1150
San Diego, CA 92101
Via U.S. Mail